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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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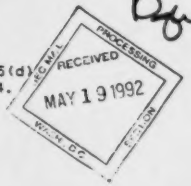
FORM 10-Q



Quarterly Report Under Section 13 or 15(d)
of the Securities Exchange Act of 1934.

For Quarter Ended March 31, 1992
Commission File Number: 2-98176NY

INSTRUCTIVISION, INC.
(Exact name of registrant as specified in its charter)

New Jersey	22-2386359
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
3 Regent Street, Livingston, New Jersey	07039
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (201) 992-9081

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No ____

As of March 31, 1992 there were 3,350,000 shares of Common Stock, par value $.001 per share, outstanding.

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PART I: Financial Information

Note: The following unaudited financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments necessary for a fair presentation have been included. Operating results for the six months ended March 31, 1992 are not necessarily indicative of the results that may be expected for the year ended September 30, 1992. For further information refer to the financial statements and footnotes thereto included in the Company's annual report on Form 10-K for the year ended September 30, 1991.

INSTRUCTIVISION, INC.
BALANCE SHEET

ASSETS

	March 31, 1992 (unaudited)	September 30, 1991
Current assets		
Cash	$ 4,473	$ 9,896
Accounts receivable	230,250	230,914
Inventory	218,956	183,230
Prepaid expenses	14,008	7,928
Total current assets	467,687	431,968
Property and equipment at cost, less accumulated depreciation	194,660	240,386
Other assets		
Capitalized software - net of amortization	135,438	132,883
Deposits	13,125	13,125
Total other assets	148,563	146,008
Total assets	$ 810,910	$ 818,362

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities		
Notes payable	$ 20,129	$ 21,640
Accounts payable	103,334	115,595
Accrued expenses	34,305	24,641
Total current liabilities	157,768	161,876
Long-term debt--less current maturities	39,889	47,637
Total liabilities	197,657	209,513
Stockholders' equity		
Common Stock, $.001 par value, authorized 10,000,000 shares; issued and outstanding 3,350,000 shares	3,350	3,350
Additional paid-in capital	1,425,218	1,425,218
Retained earnings (deficit)	(815,315)	(819,719)
Total stockholders' equity	613,253	608,849
Total liabilities and stockholders' equity	$ 810,910	$ 818,362

See accompanying notes to financial statements

INSTRUCTIVISION, INC.

STATEMENT OF OPERATIONS
For the Six Months ended March 31, 1992 and 1991
(unaudited)

	1992	1991
Revenues		
Sales	$ 534,745	$ 502,734
Other income	---	---
Total revenues	534,745	502,734
Costs and expenses		
Cost of sales	311,309	308,528
General & administrative expense	216,235	219,180
Interest expense	2,797	5,446
Total costs & expenses	530,341	533,154
Income (loss) before income taxes	4,404	(30,420)
Provision for income taxes	---	---
Net income (loss)	$ 4,404	$ (30,420)
Earnings (loss) per share (Note 2)	less than $ .01	less than $ (.01)

See accompanying notes to financial statements

INSTRUCTIVISION, INC.

STATEMENT OF OPERATIONS
For the Three Months Ended March 31, 1992 and 1991
(unaudited)

	1992	1991
Revenues		
Sales	$ 275,738	$ 227,230
Other income	---	---
Total revenues	275,738	227,230
Costs and expenses		
Cost of sales	160,650	145,064
General & administrative expense	111,587	111,366
Interest expense	1,342	2,399
Total costs & expenses	273,579	258,829
Income (loss) before income taxes	2,159	(31,599)
Provision for income taxes	--	--
Net income (loss)	$ 2,159	$ (31,599)
Earnings (loss) per share (Note 2)	less than $ .01	less than $ (.01)

See accompanying notes to financial statments

INSTRUCTIVISION, INC.
STATEMENT OF CASH FLOWS
For the Six Months Ended March 31, 1992
and the Year Ended September 30, 1991

	March 31, 1992 (unaudited)	September 30, 1991
Operating Activities		
Net Income (loss)	$ 4,404	$ (53,329)
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	49,248	109,715
Changes in operating assets and liabilities:		
Decrease (increase) in accounts receivable	664	50,852
Increase in inventories and prepaid expenses	(41,806)	(25,565)
(Increase) decrease in capitalized software and deposits	(2,555)	(38,951)
Increase in accounts payable and accrued expenses	(2,597)	36,042
Net Cash provided by operating activities	7,358	78,764
Investment Activities		
Purchases of property, plant and equipment	(3,522)	(38,184)
Net cash used in investing activities	(3,522)	(38,184)
Financing Activities		
Proceeds from shareholder advances	---	6,550
Principal payments on long term dept and capital lease obligations	(9,259)	(46,685)
Net cash provided by financing activities	(9,259)	(40,135)
Increase (decrease) in cash and cash equivalents	(5,423)	445
Cash and cash equivalents at beginning of year	9,896	9,451
Cash and cash equivalents at end of year	$ 4,473	$ 9,896

Supplemental disclosure of cash flow information:

	March 31, 1992	September 30, 1991
Cash paid for:		
Interest	$ 2,797	$ 9,081
Income taxes	---	---

Disclosure of accounting policy:

For purposes of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents.

See accompanying notes to financial statements

INSTRUCTIVISION, INC.

NOTES TO INTERIM FINANCIAL STATEMENTS
March 31, 1992
(unaudited)

Note 1. Basis of Presentation

The financial statements included herein are unaudited. However, such information reflects all adjustments consisting of normal recurring adjustments which are, in the opinion of management, necessary for a fair presentation of the statements for the interim periods.

The results of operations for the six months ended March 31, 1992 are not necessarily indicative of the results to be expected for the full year.

Note 2. Earnings Per Share

Earnings (loss) per share is based on the weighted average number of common shares outstanding. The weighted average number of common shares was 3,350,000 for the period ended March 31, 1992 and 1991.

INSTRUCTIVISION, INC.
March 31, 1992

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

1. Material Changes in Financial Condition:

The working capital ratio as of March 31, 1992 is 2.9 : 1 as compared to 2.6 : 1 as of September 30, 1991.

2. Material Changes in F sults of Operations:

The Company has completed its new book/software series for the New Jersey high school market, "HSPT Success" and "EWT Success." The result has been an increase in sales during the first two quarters of the current fiscal year over the previous fiscal year. Management hopes that the trend will continue and has increased its marketing efforts through direct mailing and participation in conventions and seminars.

The Company's sales increased over the previous year's second quarter. Sales increased from $227,2230 for the quarter ending March 31, 1991 to $275,738 for the quarter ending March 31, 1992. The company will continue its emphasis on new product development combined with an agressive marketing and sales effort.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

INSTRUCTIVISION, INC.

Date: May 15, 1992

By: _____
Jay Comras
President

By: _____
Rosemary Comras
Secretary/Treasurer